

IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

United States Courts  
Southern District of Texas  
FILED

MAY 27 2003

Michael N. Milby, Clerk of Court

IN RE ENRON CORP. SECURITIES,	§	
DERIVATIVE & "ERISA" LITIGATION	§	MDL 1446
	§	
	§	CA H-01-3624
MARK NEWBY, et al., vs.	§	AND CONSOLIDATED CASES
ENRON CORP., et al.	§	
	§	
	§	CA H-01-3913
PAMELA M. TITTLE, et al. vs.	§	AND CONSOLIDATED CASES
ENRON CORP., et al.	§	

AFFIDAVIT

STATE OF HOUSTON	§
	§
COUNTY OF HARRIS	§

My name is **Dorothy Lancaster McCoppin**. I am employed by Citrus Corp. . I am currently the Vice-President, General Counsel, and Assistant Secretary, of Citrus Corp. ("Citrus").

1. I am at least 21 years of age, of sound mind, capable of making this affidavit, fully competent to testify to the matters stated herein, and have personal knowledge of each of the matters stated herein.
2. I am an attorney licensed to practice law in the State of Texas. I was licensed in November of 1976, and have been practicing law for over 26 years. Since August of 1986, I have been employed by Enron Corp.'s ("Enron") gas pipeline legal group, in increasing levels of responsibility; however, I have always represented one or more of the various pipeline entities owned by Enron over that period of time. Since 1993, I have been the head of the legal group for the Citrus Corp. entities. I also have that same position for certain of Citrus' subsidiaries: Florida Gas Transmission Company ("FGT"), an interstate natural gas pipeline company and Citrus Energy Services, Inc. ("CESI") a provider of operation and maintenance services. (Citrus Corp.'s other subsidiary is Citrus Trading Corp. ("CTC"), a gas marketing entity serving two customers in the State of Florida, which, for purposes of complying with certain regulations of the Federal Energy Regulatory Commission ("FERC"), has other counsel.)

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3. Citrus, a Delaware corporation, was formed in 1986 by Enron's predecessors (InterNorth, Inc. and Houston Natural Gas Corporation) and Sonat Inc. Citrus was formed to be a holding company, for the purpose of Enron's selling a one-half interest in FGT. El Paso Corporation (f/k/a El Paso Energy Corporation) purchased Sonat's interest in Citrus in 1999, and, in 2003, transferred its ownership in Citrus to Southern Natural Gas Company ("Southern"). Southern and Enron are the current owners of Citrus, each owning 50% of the stock of the company. Citrus stock is not publicly traded. Citrus and its subsidiaries are governed by the Citrus Board of Directors, which consists of three members elected by each of the two shareholders. All significant matters (as defined in the by-laws) for Citrus require Board approval, and Board approval must be by unanimous consent. The same requirement exists for each of the Citrus subsidiaries -- i.e., any significant matter must be approved by the company's board of directors as well as the Citrus Board. Thus, neither Citrus nor any of its subsidiaries is controlled by Enron, although some Enron employees perform certain services for Citrus and its subsidiaries.

4. FGT is an interstate natural gas pipeline company, owning approximately 5,000 miles of pipeline, together with related compression equipment, appurtenances, and rights-of way, extending from South Texas to Miami, Florida. FGT is regulated by the FERC. That is, FGT must seek specific permission from the FERC in order to expand its pipeline system, to render new services, to acquire facilities, or to abandon either facilities or services (although some minor activities, such as small projects or replacement of facilities, may be performed with only notice or reports of those activities being filed with the FERC). Further, FGT is subject to various regulations, including those related to the system of accounts that the company must maintain, record retention periods, etc., and FGT's records are subject to audits by the FERC.

5. Enron's ownership interest in Citrus and its subsidiaries, especially FGT, are significant assets of the Enron estate. None of the Citrus entities has filed for bankruptcy. Harm to the value of such entities would result in harm to the Enron estate.

6. To the best of my knowledge, none of the Citrus entities (Citrus, FGT, CESI, or CTC) has been involved in any activities, nor is alleged to have been involved in any activities, that involve misrepresentations, accounting irregularities, setting up special purpose entities, or other activities that resulted or ultimately resulted in the bankruptcy of Enron or any of its debtor subsidiaries.

7. On the morning of March 27, 2003, I began receiving calls from within the company with regard to documents posted on the FERC web site that contained personal information on employees, including social security numbers, bank account numbers, credit card numbers, salary information, home addresses, and home telephone numbers. Those calls ultimately led to our working with Enron on a number of filings made by Enron, on its and its affiliates' behalf: the filing of

an emergency motion, later supplemented, and a request for rehearing, with the FERC; subsequently, a motion for stay or a writ of mandamus was filed with the Fifth Circuit Court of Appeals, which then stayed an earlier FERC order ruling that certain information collected in the FERC's investigation into allegations of energy price manipulation and other matters, in the California market, would be released. FERC removed the data from its web site, and allowed company representatives to search the database for 10 days. Because of the logistics of getting passwords and access to the database, we did not have 10 days to search. However, certain legal personnel in the pipeline legal group were assigned to run a number of searches in this data base, and, on April 17, 2003, a list of the pipeline documents discovered in those searches was given to the FERC, with the request that they be removed from the data base, because they were irrelevant to the investigation, and because they contained privileged and confidential information that should not be made public. The FERC has now re-posted the relevant documents on its web site, with the documents listed in our filing removed. Although time constraints prevented the review of every document that was responsive to the searches we ran in the database, a number of documents were individually reviewed. I personally reviewed a number of those documents.

8. Documents that were produced to the FERC contained a number of communications that are protected by the attorney-client or attorney work product privilege. Specifically, of the documents I reviewed, were the following types of privileged documents: (a) advice received from outside counsel and forwarded to company officials, with respect to the proposed registering of a logo for FGT; (b) responses to company officials' questions concerning the interpretation of certain FGT contract provisions; (c) updates on litigation involving Citrus or its subsidiaries; (d) advice from outside counsel relating to various Citrus claims against certain Enron debtors; (e) comments given to Citrus auditors, including litigation information; (f) advice given to other pipeline attorneys and officials concerning the interpretation of pipeline tariffs and the FERC's policy on negotiated rates; (g) a summary and interpretation given to Citrus board members and officials regarding certain contract termination rights; and (h) review of various Citrus draft documents and suggested revisions. A release of certain of these messages, which discuss provisions contained in contracts containing confidentiality provisions, would expose Citrus and its subsidiaries to damage claims from third parties. Documents produced to the FERC also included sensitive, proprietary and confidential business plan drafts and long-range financial projections for Citrus. In my opinion, the release of such communications and draft documents would result in serious prejudice and/or harm to the value of the Citrus assets, and, thus, reduce the value of the Enron estate. Further, the interest of Southern, the third party which owns a 50% interest in Citrus, would be harmed, possibly resulting in further claims against the estate.

9. Until March 27, 2003, I had no idea that any Citrus (or other Enron pipeline) documents had been produced to any agency or other authority, other than a

number of documents that we had produced to counsel for Enron, responding to certain subpoenas from several Congressional committees (which subpoenas sought documents relating to communications with FERC or meetings with FERC officials). Such documents were reviewed by Citrus legal personnel, including myself, and the responsive documents were produced after we removed those documents, or portions thereof, that contained confidential or privileged communications or information. With respect to those specific subpoenas, after several requests from Enron's counsel for a written response were received, Citrus sent Enron a letter on October 2, 2002, advising Enron that the Citrus Board would not agree to waive its attorney-client privilege. Neither Citrus nor its subsidiaries were ever provided notice of any documents being seized or produced, nor did Citrus or any of its subsidiaries ever consent to any productions, nor did Citrus or any of its subsidiaries ever waive any right or privilege as to any such production of documents.

10. On April 24, 2003, I was asked by another attorney (in the pipeline legal department) if I had heard anything about an order issued that week regarding the release of documents by the end of the following month. This attorney reported to me that he had heard a comment in a meeting with regard to the pending release of a large volume of documents. I had not heard of anything regarding such, so I made a number of phone calls, including one to the head of the Enron litigation section. I was referred to another person who ultimately confirmed that an order had been issued a month earlier (the order issued in the instant proceeding, on March 27, 2003), which I was advised required that, if Enron wanted to protect from publication any of the documents contained in the "depository" (which includes, or is to include, as I have been advised, any documents produced to any federal agency by Enron), then Enron had sixty days to produce a log of such documents. I subsequently obtained a copy of the order and notified counsel for Northern Border Partners, L.P. ("NB"), and furnished, on May 7, 2003, a copy of the order to NB's General Counsel. Even though neither Citrus nor any of its subsidiaries were parties to the suit, I was concerned that Citrus and its subsidiaries could be harmed if they simply relied on the searches then being conducted by Enron personnel, who likely had no familiarity with the businesses in which the Citrus entities were involved, and thus, would have no knowledge of what might be sensitive, etc. The pipeline legal group, including Citrus legal, immediately began working on the process of searching: we assigned several attorneys and paralegals and hired a contract employee (who previously had done some work for Citrus) to meet with Enron personnel and get specifics of where and how to access and search the data base; several attorneys, including myself, made a list of search terms; and the team assigned began work on searching for Citrus documents, particularly those that contained confidential or privileged communications. The initial procedure involved getting the search terms to an Enron representative, who then forwarded the terms to "LexSolutio", the database search engine provider, which then ran the searches in each of the eleven data bases, and put the responsive documents into a folder under each data base. It was not until May 6, 2003 that we were advised by LexSolutio that the

searches had been completed and that the folders were ready to be searched; immediately thereafter, we began searching the folders. The search terms that had been run for the pipeline company group resulted in 252,603 documents being placed into folders, for us to search. Although pipeline personnel have diligently been searching these folders for confidential and privileged data (and have been taken off of other legal work they normally do for the pipelines to the detriment of the pipelines), such personnel have only been able to review, as of the morning of May 26, 2003, some 15,991 documents of the over 250,000 documents. Upon realizing that the task was too great to complete in the time that was available to us, and although we are continuing, to date, to search the documents, we determined to seek our own counsel to file the motion to which this affidavit is attached.

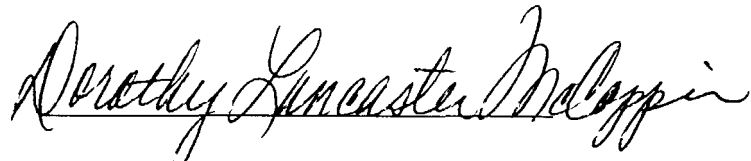
11. Included in the documents contained in the document depository, that have been searched to date, I have personally reviewed the following: (a) system maps containing flow and pressure data, pipeline, compressor, and valve locations which constitutes "Critical Energy Infrastructure Information" (or "CEII"), as defined in 18 CFR Section 388.113(c)(1) [for security reasons, FERC requires that such information, when submitted to FERC (as required, for example, for pipeline applications requesting FERC authorization to construct facilities), be filed under confidential procedures, so as to prevent release of such information to the public, under 18 CFR § 388.112(a)(2)]; (b) communications related to defending FGT in pending proceedings regarding a pipeline rupture; and (c) sensitive, proprietary, and confidential business plan drafts and long-range financial projections for Citrus. In my opinion, the release of these documents to the public would result in prejudice and/or harm to the value of the Citrus assets, and thus, reduce the value of the Enron estate. The release of the CEII information would also be contrary to FERC regulations and potentially harmful to the national security. Further, the interest of Southern, the third party that owns a 50% interest in Citrus, would be harmed, possibly resulting in further claims against the estate.

12. As previously stated, the release of the documents provided to the FERC would prejudice and/or be harmful to the value of the Citrus assets. I have been advised that the documents produced to the FERC are not now, but will be, a part of the documents ultimately included in the "depository".

13. I estimate that completing the review of the remaining documents (263,612) in the existing search folders (which does not even include any documents which have not yet been added to the "depository") will take approximately 12.5 months. Because we have limited resources and because we are expected to maintain the value of the Citrus assets, I do not believe that Citrus legal personnel can continue with this search, without ignoring the ongoing legal matters they are supposed to handle for Citrus' continuing businesses that form a part of the Enron estate, which would be detrimental to the estate.

FURTHER AFFIANT SAITH NOT.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on 26 May, 2003.

A handwritten signature in cursive script, reading "Dorothy Lancaster McCoppin". The signature is written in black ink and is positioned above the printed name.

DOROTHY LANCASTER McCOPPIN